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Lydia W. Thomas, Ph.D.
President & Chief Executive Officer

NOV 15 1996

13 November 1996

M100-L-151

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Federal Communications Commission
Office of Secretary

The Honorable Reed Hundt
Chairman
Federal Communications Commission
1919 M Street, NW
Washington, DC 20554

DOCKET FILE COPY ORIGINAL

Dear Chairman Hundt:

Mitretek Systems, Incorporated is a not-for-profit, conflict-free, telecommunications and information technology firm working exclusively in the public interest. Throughout our history, we have assisted the nation in times of unique need. We have been called on to bring to bear our combination of independent, conflict-free corporate posture and knowledge of technology and industry to ensure competition-neutral, but informed and insightful, decisions. The government has sought us out and entrusted us to assist them in making multi-billion dollar, technology-related strategic, programmatic, and acquisition decisions. Given these similarities to that of the current selection of a new North American Numbering Plan Administrator (NANPA), we wanted to make known to you our ability and willingness to serve in that role.

*Innovative Technology
in the Public Interest*

Our corporate experience includes those skills and capabilities required by the new NANPA. Working for federal, state, local, and international governments, as well as other public interest organizations, we have distinguished ourselves by providing innovative solutions to client problems and by demonstrating a track record of achieving significant performance and cost improvement for our clients. We have helped the federal government acquire telecommunications services and technology, negotiate below market prices, and conduct leading edge telecommunications feasibility demonstrations. Our involvement, sponsorship, and leadership in many industry and government technology forums and standards bodies has provided our staff with experience in issues regarding new technology development, deployment, and availability. We continue to interact with such bodies to create, maintain, and update many technical standards, guidelines, and protocols. We have worked with many clients to design, develop, and implement large-scale and complex software and database systems. As part of our system engineering support, we conduct quantitative analyses including

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economic, technology, and requirements forecasting. Through our engineering activities, we have developed skills in fostering consensus around technical, operational, policy, and procedural issues and solutions.

Our corporate experience also includes the institutional characteristics we believe are required of the new NANPA. Since our establishment, we have operated under a stringent set of constraints and business practices which offer advantages to our clients. Primary among these are objectivity and independence. Mitretek operates in the public interest, free from organization, profit, or market-related conflicts of interest. We have found that these constraints and business practices also provide us with unique access to proprietary information, as for-profit firms are willing to share sensitive information with us in the knowledge that the information cannot be used to their disadvantage in competitive situations.

We have always operated under all of the following constraints and business practices:

- Our Corporate Charter states that Mitretek will work only in the public interest.
- Our Board of Trustees, a self-perpetuating group of prestigious individuals knowledgeable in our areas of work who hold the Corporation in trust for the public, reviews individual contracts and all business relationships to ensure that all work is in the public interest. Current and former Trustees include former Cabinet Secretaries and an FCC Commissioner.
- Mitretek operates as a not-for-profit corporation. More specifically, we operate as a 501(c)(3) corporation under the applicable laws and regulations of the U.S. Tax Code.
- Mitretek refrains from working for any private, profit-seeking concerns (in other than the public interest) and avoids price competitions with profit-seeking entities so that such firms are not reluctant to entrust us with proprietary information.
- Mitretek works only for federal, state, local, international governments or other public interest organizations on a directed award basis.

- Mitretek does not manufacture any end-items of either software or hardware, thereby eliminating conflicts of interest associated with recommending a specific product line.
- Mitretek is chartered in the State of Delaware and none of its assets may accrue to the benefit of any public individual or entity. There are no private ownership rights in Mitretek Systems, Inc., and there is no stock. Our clients request our assistance to solve important issues in the full knowledge that there will be no future acquisitions or mergers that compromise our conflict-free posture.

Throughout our corporate history (as summarized in the enclosure) we have lived by a severe definition of conflict of interest. Specifically, we define a conflict of interest as any situation in which Mitretek has financial interests (defined as anything of monetary value, such as contract revenues, equity interests, intellectual property rights) that may actually, apparently, or potentially compromise our judgment in conducting or reporting client work. This uniquely positions us to provide independent, objective, and conflict-free advice and support to clients making strategic decisions.

In the near future, we will be providing the NANC input to their considerations on issues of cost recovery, appropriate contractual relationships for the NANPA, and conflict of interest.

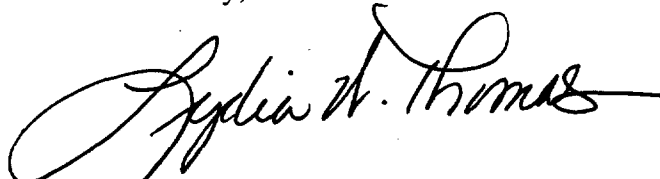
The administration of the North American Numbering Plan is a significant challenge. It is a challenge that not only requires technical skills and understandings of numbering administration fundamentals, a dedication to timely transition from the current incumbents, and consensus building among diverse market and technology interests. It is also a challenge that requires, according to the FCC order, a "single, non-government entity that is not closely identified with any particular industry segment," one capable of performing numbering plan administration in a technology-neutral environment free from real or apparent conflicts of interest.

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Mitretek Systems looks forward to working with the FCC and the NANC to address this challenge. If you should have any questions, or if we can be of any assistance, please do not hesitate to contact me.

Sincerely,



Lydia W. Thomas

LWT/dm

cc: Commissioner James Quello
Commissioner Susan Ness
Commissioner Rachelle Chong
Alan Hasselwander, NANC Chair
Regina Keeney, FCC Common Carrier Bureau Chief
Marian Gordon, FCC Common Carrier Bureau
Scott Shefferman, FCC Common Carrier Bureau
NANC Working Group Chairpersons

Enclosure

A Short History of Mitretek Systems, Inc.

Mitretek is an independent, not-for-profit corporation that was formed to perform scientific and engineering services and to otherwise further the public interest. Since we are a divested entity of The MITRE Corporation, our corporate history includes the history of The MITRE Corporation. MITRE was formed in 1958, at the request of the government, in response to a unique set of government and industry needs. Because of the impacts of technology, the government needed an organization that could provide system engineering and other support tasks using proprietary and classified information from a variety of government and industry sources. Also needed was an organization that was independent; objective; and free from any organizational, profit-related, or market-related conflicts of interest. Since that time, we have continued to meet these needs.

In 1958, development of the nation's first major automated air defense system was nearing completion at Lincoln Laboratories at the Massachusetts Institute of Technology (MIT). MIT felt that ongoing implementation of this system and the integration of other related systems were not appropriate activities for the university. MIT and the government sought options for organizing and conducting the required engineering and systems integration. Options considered included existing government staff, augmented government staff, or an outside organization. Because the technical skills needed for much of the effort did not exist within the government, the first option was not viable. Moreover, staff limitations and turnover, the requirement for difficult-to-obtain skills, and the need for a "corporate memory" precluded the second option. Thus, the third option was chosen. A number of industrial companies were considered, but were rejected because they could not, and would not, accept limitation on their other business activities that the government and MIT believed were important to the success of the job.

The nature of the needed support placed stringent requirements on the organization to be selected because of the large funds to be spent for the acquisition and deployment of equipment and systems. Additionally, the programmatic decisions made by this organization would have significant impact on the then burgeoning computer hardware and software industries. Decisions that were not made in a competition-neutral environment would have serious impact on the then nascent competitive computer marketplace. This organization would have access to government plans, assist in key programmatic decision making, formulate technical material to support acquisitions, and assist in the technical evaluation of vendors. To carry out these activities effectively, the organization would require a cadre of technical

experts well versed in the science and engineering aspects of the system, and having free access to the most recent developmental activities in both the government and private laboratories. This technical support organization would have to be free of any real or implied conflict of interest, both in public image and in fact. It was clear to the government that no such corporate entity existed.

Therefore, at the request of the U.S. Government, MIT established The MITRE Corporation. A cadre of experts from MIT's Lincoln Laboratory became the nucleus of the Corporation. To maintain the independent and conflict-free qualities required by the government at the time of formation, as well as throughout its corporate life, MITRE was to operate under stringent constraints, including the following:

- Work only in the public interest.
- Refrain from working for any private, profit-seeking concern.
- Avoid competition with profit-seeking entities so that such firms would not be reluctant to entrust MITRE with proprietary information.
- Not build any production hardware or software.
- Remain not-for-profit.

Also beginning in 1958, other government agencies, with the knowledge, approval, and encouragement of the Department of Defense, took advantage of MITRE's characteristics and began to use MITRE for their own work. Later, state and local governments, as well as international governments such as Canada, took advantage of our characteristics and technical expertise. Throughout our history, we developed strict procedures to ensure continuance of its conflict-free posture and to safeguard the confidentiality of proprietary information.

In 1995, based on the government's desire to limit the scope of MITRE's support solely to the Department of Defense, our Board of Trustees split MITRE into two corporations. The MITRE Corporation was to retain its work program to support the Department of Defense and Federal Aviation Administration. A new entity, Mitretek Systems, Incorporated, was formed to continue the remainder of the work programs for such agencies as the General Services Administration, U.S. Postal Service, Department of Justice, and other governmental and public interest organizations.

Mitretek was formed in January 1996 by a cadre of trustees, officers, senior managers, and staff experienced in systems engineering and the operation of a conflict-free organization. As required and as appropriate, Mitretek adopted the same constraints, and associated client advantages, as MITRE. From an institutional perspective, Mitretek and MITRE are identical. Mitretek is an organization with approximately 500 engineering and technical professionals. The Mitretek core capabilities include telecommunications, information technologies, and economic, technology, and requirements forecasting.

CC92-237

Mid-Atlantic Carrier Acquisition Company, L.L.C.

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Secretary
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Mr. Alan Hasselwander
Chairman
North American Numbering Council
4140 Clover Street
Honeoye Falls, New York 14472-9323

November 1, 1996

By Facsimile and Mail

Dear Mr. Chairman:

RE: MCAC PRESENTATION TO NANC

It was a pleasure meeting you at the premier meeting October 1st of the North American Numbering Council (NANC). I wish you and your colleagues much success in all your efforts. It is in regard to your number portability efforts that the Mid-Atlantic Carrier Acquisition Company (MCAC), L.L.C. would like to discuss its own activities with NANC. MCAC formerly was known as the Maryland Carrier Acquisition Company. We recently changed our name to reflect a broader mission as we discuss below.

MCAC is developing a permanent local number portability (LNP) solution in Maryland, as ordered by the Public Service Commission.

In delving into LNP and developing a request for proposal (RFP), however, we learned that regional solutions offer the most cost-effective, efficient and timely route for industry service providers to meet the Telecommunications Act of 1996's mandate of number portability.

Our mandate by the Maryland Public Service Commission is state number portability, but our goal is to regionalize to include the mid-Atlantic jurisdictions of Delaware, New Jersey, Pennsylvania, Virginia, West Virginia and the District of Columbia.

In this way, customers will be assured of the most cost-effective and technically proficient solution and competition will be furthered for all classes of customers.

Formed in June 1996, MCAC's members are AT&T, MCI, MFS, TCG and Sprint. MCAC has worked closely with other carriers in Maryland, notably Bell Atlantic, to develop the appropriate technical RFP to implement number portability. MCAC released its RFP in July and received five responses in October which are under evaluation.

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MCAC would very much like an opportunity to brief you and the NANC steering committee on our progress in making number portability a reality in Maryland. Our presentation would include a succinct overview on the limited liability company structure and a question and answer period on whatever else you and the other members of the steering committee would like to discuss.

I will contact your office to set up a convenient day and time for a presentation by MCAC for the NANC steering committee or any other committee you think best.

In the meanwhile, if you have any questions, please feel free to contact me at:

Phone: 703-506-2060

Fax: 703-827-7426

Again, I wish you and NANC much success in your efforts in making number portability a nationwide reality. MCAC is working towards that same goal in our region.

Sincerely,

A handwritten signature in cursive script that reads "Anne F. La Lena". The signature is written in dark ink and is positioned above the printed name and title.

Anne F. La Lena
Chairman

enclosure

cc: MCAC Managers

Overview of the Mid-Atlantic Carrier Acquisition Company, Limited Liability Company

Established in 1996, the Mid-Atlantic Carrier Acquisition Company, Limited Liability Company (MCAC, L.L.C) held its first meeting as the Maryland Carrier Acquisition Company with four members June 28th. Founding members AT&T, MCI, MFS Communications and Sprint were soon joined by Teleport Communications Group in the quest to develop and deliver the most technically advanced and cost-efficient permanent local number portability (LNP) solution to telecommunications users in the state of Maryland. The name change was adopted in October to reflect the regional mission of the group.

The Maryland effort was spurred by the Maryland Public Service Commission's (PSC) June 29th 1995 Order No. 72060 directing carriers, equipment manufacturers, service providers and other interested parties to develop a permanent LNP solution. A consortium was formed spanning a wide and disparate membership united in the mission to develop an LNP solution. The PSC mandated implementation beginning in the third quarter 1997 for permanent LNP in Maryland's two largest LATAs.

This consortium of diverse industry members chose the limited liability company structure as the vehicle to contract with a neutral third-party vendor to implement and oversee administration of a number portability database. The purpose for establishing an L.L.C. is manifold: this single legal entity can issue a request for proposal (RFP), and select, contract with, and supervise a neutral third-party database vendor while managing various business issues such as accounting, legal, taxation and risk.

MCAC's membership is open to local exchange carriers that are porting or intend to port numbers in the state. MCAC is governed by a detailed and democratic operating agreement providing for open forums and equal voting rights for all members.

MCAC's ability to manage risk is crucial to the overall Maryland effort. All risk -- contractual, tort or otherwise -- resides entirely with the L.L.C., a fully insured entity. There is no exposure or risk to either regulators or ratepayers.

Its most time-consuming activity to date has been the development of an RFP for number portability deployment. In developing its RFP for neutral, third-party vendors, MCAC realized that great savings could be achieved through implementing a single LNP solution in the mid Atlantic region.

The Maryland PSC supports regionalization of LNP, as does the Federal Communications Commission (FCC), as demonstrated in its July 2nd Number Portability Order. The Maryland PSC staff has held several discussions with other commission staffs in the mid-Atlantic region, and the Maryland PSC Chairman has sent a letter to other state commission chairmen discussing regionalization.

MCAC is now reaching out to other Commissions and carriers in the mid-Atlantic region to make LNP a reality in compliance with the FCC's mandate of phasing in LNP in the 100 largest metropolitan areas beginning no later than October 1, 1997, and to complete deployment in those areas by December 31, 1998. All States in the mid-Atlantic region will need to implement LNP to comply with the FCC order.

MCAC welcomes and seeks the participation of all carriers in the telecommunications industry in this crucial endeavor. With LNP, customers may indeed enjoy and benefit from competition in all areas.

October 1996

Bellcore

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George H. Hellmeyer
President and Chief Executive Officer

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Federal Communications Commission
Office of Secretary

October 29, 1996

Mr. Gregory Rise
OPASTCO
Director of Engineering
East Otter Tail Telephone Company
160 2nd Avenue, SW
Perham, MN 56573

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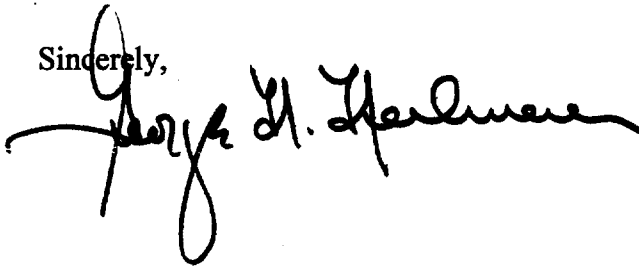
Dear Mr. Rise:

While Bellcore is officially in the process of exploring a change in ownership, no agreements on an ownership change have been signed. Therefore, it is premature for us to communicate ownership changes.

Regarding the date of the letter, Bellcore gave this letter to the FCC on October 1, 1996, after the NANC first meeting. As of October 1, the Bellcore letter is part of public record. However, to further assure that industry members were notified, Bellcore sent a copy to all NANC members on October 14, 1996.

If you have need for any further clarification, feel free to contact Joan LaBanca at 908-699-3693.

Sincerely,



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